

**CERTIFIED COPY OF
RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
DOUBLE DOWN RESOURCES LTD.
(the "Corporation")**

“APPROVAL OF (FINAL) PROSPECTUS

BE IT RESOLVED THAT:

1. the form of (final) prospectus submitted to the directors of the Corporation relating to the proposed offering of up to 8,333,334 “A” units of the Corporation, up to 7,142,858 “B” units of the Corporation, and 5,344,665 common shares of the Corporation to be issued to the shareholders of Meteor Creek Resources Inc. pursuant to the proposed acquisition by the Corporation of all of the outstanding shares of Meteor Creek Resources Inc., be and the same is hereby approved and Hughes P. Salat, the President and Chief Executive Officer of the Corporation, and David M. Rutt, the Chief Financial Officer and Secretary of the Corporation, and the other director of the Corporation, be and they are hereby authorized to evidence such approval by signing a (final) prospectus substantially in such form, with such changes, additions and alterations thereto as David M. Rutt, on the advice of counsel, may approve, including any amendment or amendments thereto under the provisions of the applicable securities legislation, and the approval of David M. Rutt of any such changes, additions, alterations or amendments shall be conclusively evidenced by his execution of the said (final) prospectus or any such amendment thereto;

2. each of the balance sheets of the Corporation as at June 30, 2000 (unaudited), December 31, 1999 (audited) and December 31, 1998 (audited), and the statements of operations, deficit and cash flows for the six month periods ended June 30, 2000 (unaudited) and June 30, 1999 (unaudited), and for the years ended December 31, 1999 (audited), December 31, 1998 (audited) and December 31, 1997 (audited), and the notes thereto, all as contained in the said (final) prospectus presented to the directors, be and the same are hereby approved and any two directors of the Corporation be and they are hereby authorized to evidence such approval by signing the said balance sheets of the Corporation;

3. the Corporation be and it is hereby authorized to file the said (final) prospectus with the securities regulatory authority in each of the provinces of British Columbia, Alberta, Saskatchewan, Ontario, Prince Edward Island, Nova Scotia and New Brunswick; and

4. any one director or officer of the Corporation be and is hereby authorized for or on behalf of the Corporation to execute, under the corporate seal of the Corporation or otherwise, and to deliver all such documents and to do all such other acts and things as such director or officer may consider necessary or desirable in connection with or in order to carry out the said filing.”

I, David M. Rutt, the Chief Financial Officer and Secretary of the Corporation, **DO HEREBY CERTIFY** that the foregoing is a true and correct copy of resolutions duly passed by the board of directors of the Corporation effective December 7, 2000 and that such resolutions are in full force and effect, unamended at the date hereof.

DATED the 7th day of December, 2000.

“David M. Rutt”

David M. Rutt
Chief Financial Officer and Secretary